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ACCOUNT NO. : 072100000032
REFERENCE : 629287 137223A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
97 DEC 10 PM 12:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : December 10, 1997
ORDER TIME : 10:05 AM
ORDER NO. : 629287-005
CUSTOMER NO: 137223A

200002367962-2
-12/10/97-01033-016
****122.50 ****122.50

CUSTOMER: John J. Mchugh Jr., Esq
JOHN J. MCHUGH, JR., ESQ

Suite U
333 17th Street
Vero Beach, FL 32960

DOMESTIC FILING

NAME: REMEMBER ME CONSIGNMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
97 DEC 10 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WBR
12-01-97

ARTICLES OF INCORPORATION
OF
REMEMBER ME CONSIGNMENTS, INC.

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ARTICLE I - NAME

The name of this Corporation is: REMEMBER ME CONSIGNMENTS, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is:

7,500 shares of Common stock having a par value of \$1.00 per share.

The Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial address of the principal office of this corporation is 873 17th Street, Vero Beach, Florida 32960. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1), nor more than ten (10). The name and address of the directors constituting the the initial Board of Directors are:

Name	Address
Nancy M. Towle	873 17th Street Vero Beach, Florida 32960

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

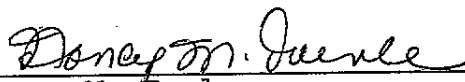
Name	Address
Nancy M. Towle	873 17th Street Vero Beach, Florida 32960

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 333 17th Street, Suite U, Vero Beach, Florida 32960, the registered agent at that same address is John J. McHugh, Jr.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

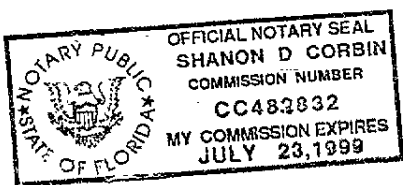


Nancy M. Towle
Incorporator

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

BEFORE ME, the undersigned authority, personally appeared Nancy M. Towle, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation, and produced drivers license as identification.

WITNESS my hand and official seal in the County and State named above, this 9th day of December, 1997.



Shanon D Corbin
Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Remember Me Consignments, Inc., at the place designated in the Articles of Incorporation.

Date: 12-9-97

John J. McHugh, Jr.
John J. McHugh, Jr.

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